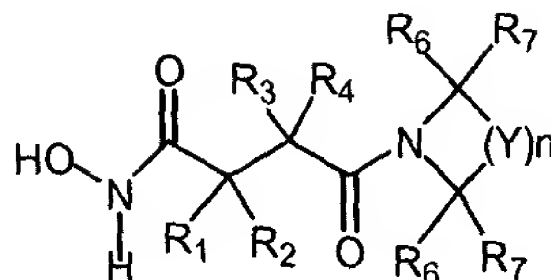


What is claimed is:

A compound of Formula (I):



wherein:

R<sub>1</sub> is hydrogen, halo, -OH, -R<sub>8</sub>OR<sub>9</sub>, -R<sub>9</sub>, -OR<sub>9</sub>, -SH, -SR<sub>9</sub>, -NH<sub>2</sub>, -NHR<sub>9</sub>, -NR<sub>9</sub>R<sub>10</sub>, -NHC(=O)H, -NR<sub>9</sub>C(=O)H, -NHC(=O)R<sub>9</sub>, -NR<sub>9</sub>C(=O)R<sub>10</sub>, -NHC(=O)NH<sub>2</sub>, -NR<sub>9</sub>C(=O)NH<sub>2</sub>, -NHC(=O)NHR<sub>9</sub>, -NHC(=O)NR<sub>9</sub>R<sub>10</sub>, -NR<sub>9</sub>C(=O)NR<sub>9a</sub>R<sub>10</sub>, -NHC(=O)OR<sub>9</sub>, -NR<sub>9</sub>C(=O)OR<sub>10</sub>, -NHS(=O)<sub>2</sub>R<sub>9</sub>, -NR<sub>9</sub>S(=O)<sub>2</sub>R<sub>10</sub>, -NHS(=O)<sub>2</sub>OR<sub>9</sub>, or -NR<sub>9</sub>S(=O)<sub>2</sub>OR<sub>10</sub> where R<sub>8</sub> is selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkylene, substituted alkylene, or heteroalkylene, -C<sub>1</sub>-C<sub>12</sub> alkenylene, substituted alkenylene, or heteroalkenylene, -C<sub>1</sub>-C<sub>12</sub> alkynylene, substituted alkynylene, or heteroalkynylene, and -(C<sub>1</sub>-C<sub>8</sub> alkylene or substituted alkylene)<sub>n1</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n2</sub> where n<sub>1</sub> and n<sub>2</sub> are independently 0 or 1; and R<sub>9</sub>, R<sub>9a</sub> and R<sub>10</sub> are independently selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkyl, substituted alkyl, or heteroalkyl, -C<sub>1</sub>-C<sub>12</sub> alkenyl, substituted alkenyl, or heteroalkenyl, -C<sub>1</sub>-C<sub>12</sub> alkynyl, substituted alkynyl, or heteroalkynyl, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n3</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n4</sub> where n<sub>3</sub> and n<sub>4</sub> are independently 0 or 1;

R<sub>2</sub> is independently hydrogen or -R<sub>9</sub> wherein R<sub>9</sub> is as defined above;

R<sub>3</sub> is hydrogen, halo, -R<sub>11</sub>, -OH, -OR<sub>11</sub>, -R<sub>12</sub>OR<sub>11</sub>, -SH, -SR<sub>11</sub>, -NH<sub>2</sub>, -NHR<sub>11</sub>, -NR<sub>11</sub>R<sub>13</sub>, -NHC(=O)H, -NR<sub>11</sub>C(=O)H, -NHC(=O)R<sub>11</sub>, -NR<sub>11</sub>C(=O)R<sub>13</sub>, -NHC(=O)NH<sub>2</sub>, -NR<sub>11</sub>C(=O)NH<sub>2</sub>, -NHC(=O)NHR<sub>11</sub>, -NHC(=O)NR<sub>11</sub>R<sub>13</sub>, -NR<sub>11</sub>C(=O)NR<sub>11a</sub>R<sub>13</sub>, -NHC(=O)OR<sub>11</sub>, -NR<sub>11</sub>C(=O)OR<sub>13</sub>, -NHS(=O)<sub>2</sub>R<sub>13</sub>, -NR<sub>11</sub>S(=O)<sub>2</sub>R<sub>13</sub>, -NHS(=O)<sub>2</sub>OR<sub>11</sub>, or -NR<sub>11</sub>S(=O)<sub>2</sub>OR<sub>13</sub>, where R<sub>12</sub> is selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkylene, substituted alkylene, or heteroalkylene, -C<sub>1</sub>-C<sub>12</sub> alkenylene, substituted alkenylene, or heteroalkenylene, -C<sub>1</sub>-C<sub>12</sub> alkynylene, substituted alkynylene, or heteroalkynylene, and -(C<sub>1</sub>-C<sub>8</sub> alkylene or substituted alkylene)<sub>n1</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n2</sub> where n<sub>1</sub> and n<sub>2</sub> are independently 0 or 1;

A 2  
cont

substituted alkynylene, or heteroalkynylene, and  $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n5}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n6}$  where  $n5$  and  $n6$  are independently 0 or 1; and  $R_{11}$ ,  $R_{11a}$  and  $R_{13}$  are independently selected from the group consisting of  $-C_1-C_{12}$  alkyl, substituted alkyl, or heteroalkyl,  $-C_1-C_{12}$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-C_1-C_{12}$  alkynyl, substituted alkynyl, or heteroalkynyl, and  $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n7}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n8}$  where  $n7$  and  $n8$  are independently 0 or 1;

$R_4$  is hydrogen or  $-R_{11}$  where  $-R_{11}$  is as defined above; (alkyl)

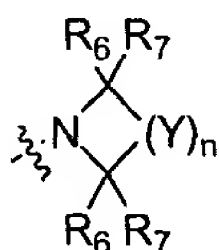
$n$  is an integer from 1 to 5;

zero or one  $Y$  is selected from the group consisting of  $-O-$ ,  $-NR_{11}-$  where  $R_{11}$  is as defined above, and  $-S-$ , and all remaining  $Y$  are  $-CR_6R_7-$  where  $R_6$  and  $R_7$  are each independently selected from the group consisting of hydrogen,  $-R_{14}$ ,  $-OH$ ,  $-OR_{14}$ ,  $-SH$ ,  $-SR_{14}$ ,  $-NH_2$ ,  $-NHR_{14}$ ,  $-NR_{14}R_{15}$ ,  $-C(=O)H$ ,  $-C(=O)R_{14}$ ,  $-C(=O)NH_2$ ,  $-C(=O)NHR_{14}$ ,  $-C(=O)NR_{14}R_{15}$ ,  $-C(=O)OH$ ,  $-C(=O)OR_{14}$ ,  $-C(=O)SH$ ,  $-C(=O)SR_{14}$ ,  $-C(=O)CH_3$ ,  $-C(=O)CH_2R_{14}$ ,  $-C(=O)CHR_{14}R_{15}$ ,  $-C(=O)CR_{14}R_{15}R_{16}$ ,  $-C(=O)OCH_3$ ,  $-C(=O)OCH_2R_{14}$ ,  $-C(=O)OCHR_{14}R_{15}$ ,  $-C(=O)OCR_{14}R_{15}R_{16}$ ,  $-S(=O)_2NH_2$ ,  $-S(=O)_2NHR_{14}$ ,  $-S(=O)_2NR_{14}R_{15}$ ,  $-NHC(=O)H$ ,  $-N(R_{14})C(=O)H$ ,  $-NHC(=O)R_{15}$ ,  $-N(R_{14})C(=O)R_{15}$ ,  $-NHC(=O)OR_{14}$ ,  $-NHS(=O)_2H$ ,  $-N(R_{14})S(=O)_2H$ ,  $-NHS(=O)_2OR_{15}$ ,  $-N(R_{14})S(=O)_2OR_{15}$ ,  $-N(H)S(=O)_2R_{15}$ ,  $-N(R_{14})S(=O)_2R_{15}$  and where two vicinal  $R_6$  or  $R_7$  groups combine to form a substituted or unsubstituted  $-C_4-C_{10}$  cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where  $R_{14}$ ,  $R_{15}$  and  $R_{16}$  are each independently selected from the group consisting of  $-C_1-C_{12}$  alkyl, substituted alkyl, or heteroalkyl,  $-C_1-C_{12}$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-C_1-C_{12}$  alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and  $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n9}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n10}$  where  $n9$  and  $n10$  are independently 0 or 1; or when  $R_{14}$  and  $R_{15}$  are attached to a nitrogen atom they can combine to form a substituted or unsubstituted  $-C_4-C_{10}$  cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or

a pharmaceutically acceptable salt thereof.

2. The compound of Claim 2 wherein R<sub>1</sub> is halo.
3. The compound of Claim 2 wherein R<sub>1</sub> is fluoro.
4. The compound of Claim 3 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.
5. The compound of Claim 4 wherein R<sub>3</sub> is alkyl.
6. The compound of Claim 5 wherein the

*Sub*  
*A2*  
10



group is a group of formula:

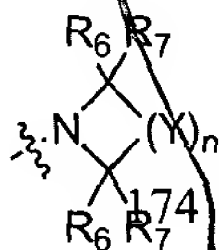


wherein:

n is 1; and

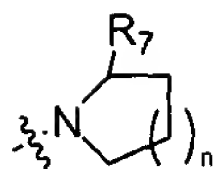
R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n<sub>9</sub> and n<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

7. The compound of Claim 5 wherein the



A2  
cost

group is a group of formula:



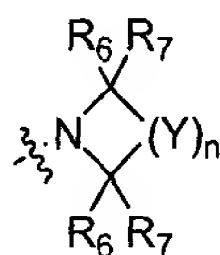
5 wherein:

n is 1; and

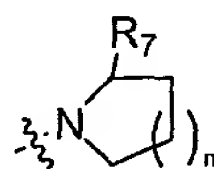
R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are each independently hydrogen or -  
(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, heteroaryl or R<sub>14</sub> and R<sub>15</sub>, when attached to the same  
carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

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8. The compound of Claim 5 wherein the



group is a group of formula:



15

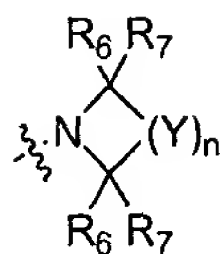
wherein:

n is 1; and

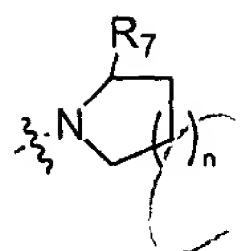
R<sub>7</sub> is -C(=O)NHR<sub>15</sub> where R<sub>15</sub> is H or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, aryl, or heteroaryl or  
20 -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic  
heteroalkyl.

9. The compound of Claim 5 wherein the

A2  
Cost



group is a group of formula:



5 wherein:

n is 1; and

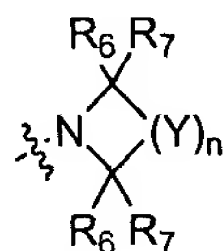
- R<sub>7</sub> is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-

A 2  
cost

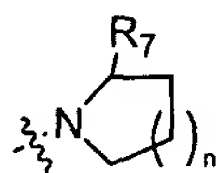
1177

- methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. The compound of Claim 5 wherein the



15 group is a group of formula:



wherein:

*n* is 1; and

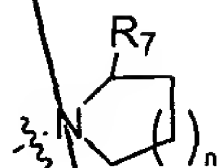
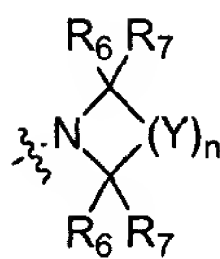
20 *R*<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the *R*<sub>7</sub> group is (*S*) and *R*<sub>3</sub> is *n*-butyl.

25 11. The compound of Claim 5 wherein the

A2  
cont

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group is a group of formula:

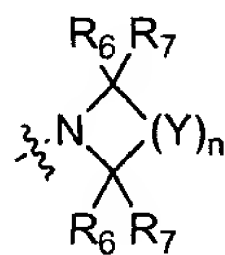


wherein:

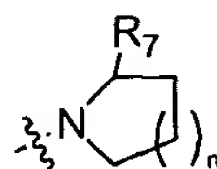
n is 1; and

10 R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

12. The compound of Claim 5 wherein the



group is a group of formula:



15

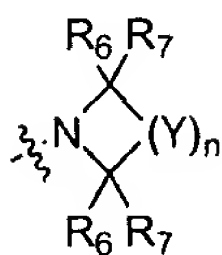
wherein:

n is 1; and

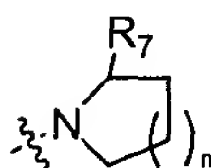
R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl; and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (*S*).

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13. The compound of Claim 1 wherein the



group is a group of formula:



5

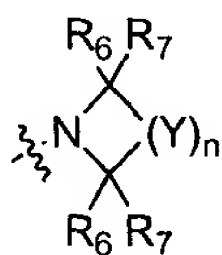
wherein:

n is 1; and

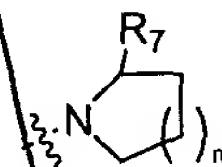
R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n<sub>9</sub> and n<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

15

14. The compound of Claim 1 wherein the



group is a group of formula:





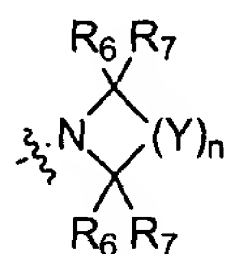
A2  
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wherein:

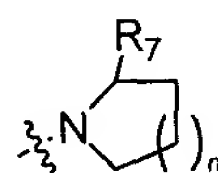
n is 1; and

R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are each independently hydrogen or -  
(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, heteroaryl or R<sub>14</sub> and R<sub>15</sub>, when attached to the same  
carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

15. The compound of Claim 1 wherein the



group is a group of formula:

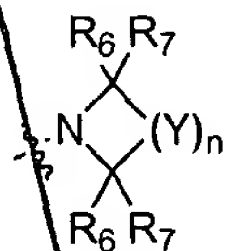


wherein:

n is 1; and

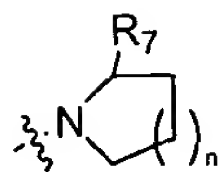
R<sub>7</sub> is -C(=O)NHR<sub>15</sub> where R<sub>15</sub> is H or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, aryl, or heteroaryl or  
-C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic  
heteroalkyl.

16. The compound of Claim 1 wherein the



group is a group of formula:

A2  
cont



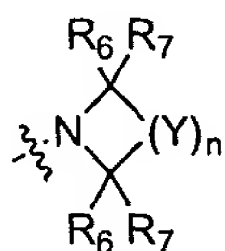
wherein:

n is 1; and

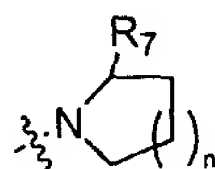
- 5  $R_7$  is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenyl-aminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-

butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

17. The compound of Claim 1 wherein the



group is a group of formula:



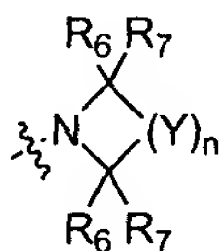
wherein:

n is 1; and

R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl;

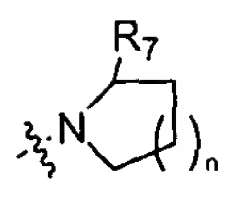
and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R<sub>7</sub> group is (S).

18. The compound of Claim 1 wherein the



group is a group of formula:

A2  
cont

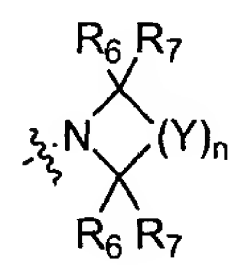


wherein:

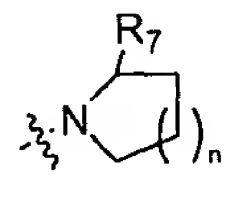
n is 1; and

R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

19. The compound of Claim 1 wherein the



group is a group of formula:



wherein:

n is 1; and

R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl; and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (S).

20. The compound of Claim 13-19 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.

21. The compound of Claim 20 wherein R<sub>1</sub> is halo.

22. The compound of Claim 21 wherein R<sub>3</sub> is alkyl.

23. The compound of Claim 22 wherein R<sub>1</sub> is fluoro.

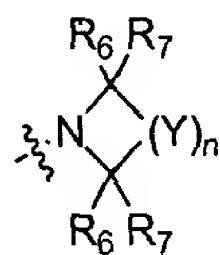
24. The compound of Claim 22 wherein R<sub>3</sub> is *n*-butyl.

Sub  
A3

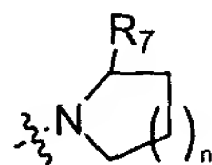
25. The compound of Claim 13-19 wherein R<sub>1</sub> is halo. ✓
26. The compound of Claim 25 wherein R<sub>1</sub> is fluoro and R<sub>2</sub> and R<sub>4</sub> are hydrogen.
- 5
27. The compound of Claim 26 wherein R<sub>3</sub> is alkyl.
28. The compound of Claim 19 wherein R<sub>1</sub> is hydroxy.
- 10
29. The compound of Claim 28 wherein R<sub>3</sub> is alkyl.
30. The compound of Claim 29 wherein R<sub>3</sub> is *n*-butyl.
31. The compound of Claim 1 wherein R<sub>1</sub> is hydroxy.
- 15
32. The compound of Claim 31 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen and R<sub>3</sub> is alkyl.

Sub  
A3

33. The compound of Claim 31 wherein the



20 group is a group of formula:



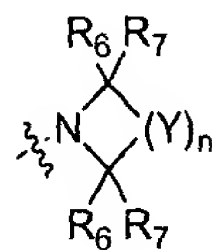
wherein:

*n* is 1; and

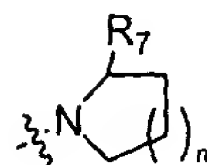
- 25 R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where *n*<sub>9</sub> and *n*<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -
- 30 (C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

A4  
cont

34. The compound of Claim 31 wherein the



group is a group of formula:



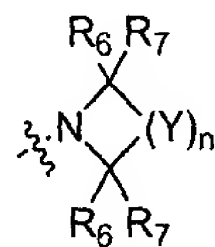
5

wherein:

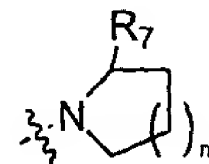
n is 1; and

10 R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are each independently hydrogen or - (C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, heteroaryl or R<sub>14</sub> and R<sub>15</sub>, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

35. The compound of Claim 31 wherein the



group is a group of formula:



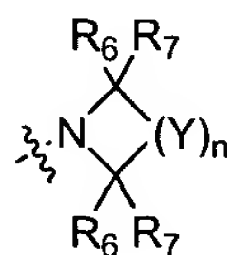
15

wherein:

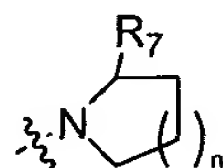
n is 1; and

~~R<sub>7</sub> is -C(=O)NHR<sub>15</sub> where R<sub>15</sub> is H or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, aryl, or heteroaryl or  
-C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic  
heteroalkyl.~~

5 36. The compound of Claim 31 wherein the



group is a group of formula:



10

wherein:

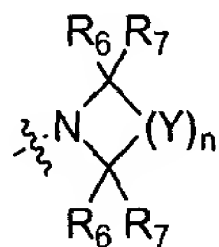
n is 1; and

R<sub>7</sub> is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl,  
1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-  
15 5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-  
phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-  
ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl,  
morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-  
ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-  
20 phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-  
butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl,  
2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-  
phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-  
2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-  
25 dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-  
dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-

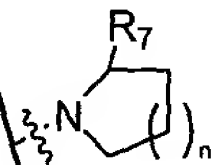
A 4  
cont

phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-  
aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl,   
methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-  
aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl,  
5 cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-  
aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-  
methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-  
ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl,  
2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-  
10 aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl,  
4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-  
carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-  
butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-  
carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl,  
15 pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-  
2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl,   
imidazol-2-ylaminocarbonyl.

37. The compound of Claim 31 wherein the  
20



group is a group of formula:



wherein:

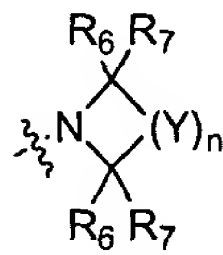
25 n is 1; and

R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl,  
phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl;

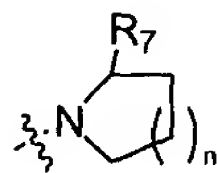


and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R<sub>7</sub> group is (S).

38. The compound of Claim 31 wherein the



group is a group of formula:

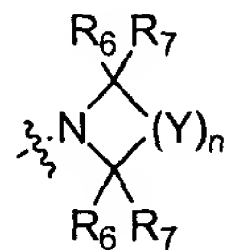


wherein:

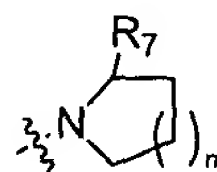
n is 1; and

R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

39. The compound of Claim 31 wherein the



group is a group of formula:



wherein:

n is 1; and

A4  
Cont

~~R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl; and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (S).~~

40. The compound of Claim 32-38 wherein R<sub>3</sub> is *n*-butyl.

5 41. The compound of Claim 13-19 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.

42. The compound of Claim 41 wherein R<sub>1</sub> is hydroxy.

10 43. The compound of Claim 42 wherein R<sub>3</sub> is alkyl.

44. The compound of Claim 41 wherein R<sub>3</sub> is *n*-butyl.

45. The compound of Claim 1 selected from the group consisting of:

15 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-1,1-dimethylethyloxycarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

20 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyridin-1-ylcarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-azetidin-1-ylcarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

25 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-ethylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-phenylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide;

30 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyrimidin-2-ylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide; and

35 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-thiazol-2-ylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide.

AS SUB 46. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claims 1-45 and a pharmaceutically acceptable excipient.

40 47. A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a

(any disease)

